

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH
BENEFITS FUND, PIRELLI ARMSTRONG
RETIREE MEDICAL BENEFITS TRUST;
TEAMSTERS HEALTH & WELFARE FUND
OF PHILADELPHIA AND VICINITY; and
PHILADELPHIA FEDERATION OF
TEACHERS HEALTH AND WELFARE
FUND,

Plaintiffs,

v.

FIRST DATABANK, INC., a Missouri
corporation; and McKESSON
CORPORATION, a Delaware corporation,

Defendants.

C.A. No. 1:05-CV-11148-PBS

CORRECTED PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

1. Pursuant to Fed. R. Civ. P. 23(a) and (b)2 and (b)(3), Plaintiffs hereby move for certification of the following Class:

All third-party payors whose pharmaceutical payments and/or purchases for the Subject Drugs were based on AWP during the Class Period. The Subject Drugs are the brand named drugs identified in Exhibit A.¹

2. The proposed Class Period is August 1, 2001 to March 15, 2005.

3. Excluded from the Class are the defendants herein; any subsidiaries or affiliates of defendants; the officers and directors of defendants during the Class Period; members of the defendants' immediate families; any person, firm, trust, corporation, officer, director or any individual or entity in which any defendant has a controlling interest or which is related to, or

¹ Plaintiffs reserve the right to modify the Class Definition based on class related discovery and/or merits discovery.

affiliated with, any of the defendants; and the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded party and governmental entities with respect to claims seeking governmental damages.

4. Plaintiffs seek certification of their claims under RICO for Count I (Violation of the Racketeering Influenced and Corrupt Organizations Act, 18 U.S.C. § 1964 [“RICO”]), and under Counts II-VI based upon California law.

5. In the alternative, should the Court rule that California law does not apply, Plaintiffs move for certification under the laws of the various states as set forth in alternate Counts VII-VIII.

DATED: July 27, 2006

By /s/ Steve W. Berman

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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on July 27, 2006.

/s/ Steve W. Berman
Steve W. Berman

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Judge Patti B. Saris

**CORRECTED [PROPOSED] ORDER GRANTING PLAINTIFFS'
MOTION FOR CLASS CERTIFICATION**

Plaintiffs have moved, pursuant to Fed. R. Civ. P. 23, 23(a) and 23(b)(2) and (3), for an order certifying a class in this action. Having considered the submissions of the parties and the record in this case, IT IS HEREBY ORDERED as follows:

1. Plaintiffs' motion for class certification is GRANTED as to all claims asserted in the First Amended Complaint ("FAC").

2. The Court certifies the following Class:

All third-party payors whose pharmaceutical payments and/or purchases of the Subject Drugs were based on AWP during the Class Period. The Subject Drugs are the brand name drugs identified in Exhibit A.¹

3. The Class Period is August 1, 2001 to March 15, 2005.

4. Excluded from the Class are the defendants herein; any subsidiaries or affiliates of defendants; the officers and directors of defendants during the Class Period; members of the defendants' immediate families; any person, firm, trust, corporation, officer, director or any individual or entity in which any defendant has a controlling interest or which is related to, or affiliated with, any of the defendants; and the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded party and governmental entities with respect to claims asserted for governmental damages.

5. Certification is granted as to RICO claims under Count I of the FAC (Violation of the Racketeering Influenced and Corrupt Organizations Act, 18 U.S.C. § 1964 ["RICO"]), and under Counts II-VI based upon the law of the State of California.

6. The Court also certifies the Plaintiffs as Class Representatives. Pursuant to Fed. R. Civ. P. 23(g), the Court appoints the following as co-lead counsel: Steve Berman and Thomas Sobol of Hagens Berman Sobol Shapiro LLP, Jeffrey Kodroff of Spector Roseman & Kodroff P.C., Marc Edelson of Hoffman & Edelson, and Kenneth Wexler of Wexler Toriseva Wallace LLP.

¹ Plaintiffs reserve the right to modify the Class Definition based on class related discovery and/or merits discovery.

7. Co-lead counsel for Plaintiffs shall prepare and submit within 30 days from the date of this Order a proposed form of notice to be sent to members of the Class. Defendants may file any comments to the notice within 15 days and Plaintiffs may reply 15 days after.

DONE this _____ day of _____, 2006.

HONORABLE PATTI B. SARIS
United States District Court

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on July 27, 2006.

/s/ Steve W. Berman
Steve W. Berman